



Employee Stock Purchase Plan

ESPP

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What is the Employee Stock Purchase Plan? (ESPP)

The Employee Stock Purchase Plan (ESPP) is the opportunity for employees to purchase shares of Roper Technologies, Inc. common stock at a 15% discount of the fair market value (FMV).

- This is a tax-qualified plan under Section 423 of the US tax code, which allows employees to purchase shares at a discount without owing taxes on the discount at the time of purchase.

Canadian employees: Tax treatment differs from US participants — see the Tax slide for details.

Who is eligible to participate?

- **Full-time employees** in the United States and Canada who regularly have payroll tax withheld.
- **Part-time employees** in the United States and Canada who work more than 20-hours a week and work at least 5-months in the calendar year.

Note: ESPP is available to employees in the United States and Canada only. Employees based outside of these two countries are not eligible to participate.

How do employees enroll in ESPP?

- During an open enrollment window, login to your Fidelity NetBenefits account to start your enrollment.
- Elections can be made from 1-15% of your pay.
- Contributions will be withheld from each pay period during the semi-annual offering period in which you are enrolled.
- Contributions are post-tax contributions.
- Annual contribution limit of \$25,000 based on the fair market value of shares purchased.

Canadian employees: Contributions are deducted in CAD. The purchase price and FMV are denominated in USD. The \$25,000 annual limit applies to all participants regardless of country.

Enrollment Windows

**Enrollment windows open twice a year.
Specific dates are communicated in
advance of each enrollment window.**

Contributions Begin in:	Enrollment Window Opens	Enrollment Window Closes
July (H2 Offering Period)	Mid-May	Mid-June
January (H1 Offering Period)	Mid-November (prior year)	Mid-December (prior year)

What happens during the purchase?

- Your contribution amounts for the offering period are accumulated and sent to Fidelity.
- Using a **lookback**, the **purchase price** is determined.
- A **lookback** feature of an ESPP plan allows us to look at the stock price on the first and last day of the six-month offering period to determine which price is lower. The lower price will be used to determine the **purchase price**.
- The **purchase price** is the discounted price used to determine how many shares of Roper stock you will receive at the time of purchase.

Purchase Price

Purchase Price

First Business Day of Offering Period	Last Business Day of Offering Period
January 1	June 30
\$440.79	\$480.80
15%	15%
\$374.67	\$408.68

Fair Market Value (FMV)

\$440.79

Purchase Price

\$374.67

- In this scenario, the fair market value is the price of the Roper Technologies, Inc. common stock at market close on the **beginning date** of the offering period because it's the lower of the two close prices.
- FMV is used to determine the annual contribution limit of \$25,000.

Canadian employees: Purchase price and FMV are in USD. Your payroll contributions are collected in CAD and converted at time of purchase.

** Examples above are shown in USD.*

Purchase Example

Number of Shares Purchased

Employee "A" Purchase	
Total Contribution Amount Per Pay	\$1,770.83
Total Contribution Amount in Offering Period	\$21,249.96
Discounted Stock Price	\$374.67
Total Number of Shares Purchased	56.717 Shares

FMV At Purchase Employee "A"

FMV	\$440.79
Number of Shares Purchased	56.717
Annual Limit Met	\$25,000

** Examples above are shown in USD.*

Restriction Period

- Shares are held by the custodian, Fidelity, and restricted from sale or transfer for 15 months from the last day of the offering period.
- Once the restriction period expires, you can:
 - Continue to hold shares and allow the shares to become more valuable over time
 - Sell your shares.
 - Transfer shares to another account

** Note: Once the purchase is complete, the shares belong to you. Upon termination, shares will NOT be forfeited.*

Refunds & Cancellations

- If an employee terminates employment before the last day of the offering period, a refund will be issued for the total amount of contributions withheld during the offering period.
- If an employee terminates employment on the last day of the offering period, the purchase will be made, and no refund will be issued.
- If an employee cancels their enrollment prior to the end of the offering period, employees will receive a full refund of all contributions withheld in that offering period and no purchase will be made.

Tax

US Employees

- Tax is not withheld at the time shares are purchased.
 - Purchase is not recognized as taxable income until shares are sold.
 - To receive favorable tax treatment and meet the requirements for a qualifying ESPP disposition, employees must meet both criteria listed below:
 - Employees must hold shares for at least **ONE** year from the purchase date.
- AND**
- Employee must hold shares for at least **TWO** years from the offering date (grant date).

Canadian Employees

- The discount is treated as employment income and recognized as a taxable benefit on the purchase date — not deferred until shares are sold — and will be reported through payroll immediately after each purchase.
- Canadian employees are not subject to the US holding period requirements described above.



Roper

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